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LAW OFFICES OF
LOUIS E. GITOMER**SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NETTHE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6542
FAX (410) 332-0885

March 29, 2010

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Lease and Assignment, a secondary document, dated as of February 3, 2010. The primary document to which this is connected is recorded under Recordation No. 28893. We request that this document be recorded under Recordation No. 28893-A

The names and addresses of the parties to the Memorandum of Lease and Assignment are:

Secured Party:

Bank of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Debtor:

Rio Grande Chemical, Ltd
901 Lindberg
McAllen, TX 78501

A description of the equipment covered by the Memorandum of Lease and Assignment consists of 50 Trinity Railcars numbered RGCX 1442-1491, inclusive

Ms. Cynthia T. Brown
March 29, 2010
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease and Assignment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Rio Grande Chemical, Ltd., 901 Lindberg, McAllen, TX 78501, covering 50 Trinity Railcars numbered RGCX 1442-1491, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

03/29/2010 09:11

BANK OF AMERICA → 916173102356

NO. 437 0221

RECORDATION NO. 28893-A FILED

MAR 29 '10

12-20 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT

dated as of February 3, 2010

between

BANK OF AMERICA LEASING & CAPITAL, LLC
as Secured Party

and

RIO GRANDE CHEMICAL, LTD.
as Debtor

MEMORANDUM OF LEASE AND ASSIGNMENT

This MEMORANDUM OF LEASE AND ASSIGNMENT is made and entered into as of February 3, 2010, among BANC OF AMERICA LEASING & CAPITAL, LLC ("Secured Party") and RIO GRANDE CHEMICAL, LTD. ("Debtor") with reference to the following:

1. Pursuant to a Master Loan and Security Agreement No. 20811-70000 dated as of December 29, 2009 and the Equipment Security Note No. 70002 executed pursuant thereto dated as of February 1, 2010, the Debtor has pledged to Secured Party a first priority security interest in 50 covered hopper cars numbered RGCX 1442-1491, inclusive (the "Railcars")


2. Debtor, with the consent of Secured Party, has agreed to lease to ESSROC CEMENT CORP. ("Lessee"), and Lessee has agreed to lease from Debtor the Railcars pursuant to that certain Railcar Net Lease Agreement dated as of February 25, 1997 and Rider No. 6 to the Railcar Net Lease Agreement dated March 10, 2005 (together the "Lease Agreement").

3. Secured Party has consented to the lease of the Railcars by Debtor to Lessee and Debtor has agreed to assign to Secured Party a continuing security interest in the Lease Agreement pursuant to the Leasing Consent and Amendment dated as of February 3, 2010.

4. This Memorandum of Lease and Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease and Assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
as Secured Party

By: 
Name: Joseph F. Kelly
Title: Vice President

RIO GRANDE CHEMICAL, LTD.
as Debtor

By: _____
Name: _____
Title: _____

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BANC OF AMERICA LEASING & CAPITAL, LLC
as Secured Party

By: _____
Name: _____
Title: _____

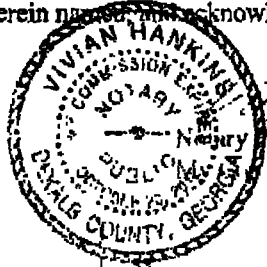
RIO GRANDE CHEMICAL, LTD
as Debtor

By: *Paul G. Grede, Jr.*
Name: Paul G. Grede, Jr.
Title: Manager

STATE OF GEORGIA)

County of Dekalb

On this 26th day of March, 2010, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Cristina Foley personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public for
My Commission expires

VIVIAN HANKINS
NOTARY PUBLIC
DeKalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

STATE OF TEXAS

County of Hildago

On this ___ day of March, 2010, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF GEORGIA)

County of DeKalb)

On this ___ day of March, 2010, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____

My Commission expires _____

STATE OF TEXAS)

County of Hidalgo)

On this 29th day of March, 2010, before me, Dorothy Thomas, the undersigned
Notary Public, personally appeared Paul G. Veeley, Jr. personally known to me to
be the person who executed the within instrument as Manager on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.



Dorothy Thomas
Notary Public for State of Texas
My Commission expires 10-15-2012

